

IC 23-1-29

Chapter 29. Meetings of Shareholders

IC 23-1-29-1

Annual meeting

Sec. 1. (a) A corporation must hold a meeting of the shareholders annually at a time stated in or fixed in accordance with the bylaws.

(b) Annual shareholders' meetings may be held in or out of Indiana at the place stated in or fixed in accordance with the bylaws. If no place is stated in or fixed in accordance with the bylaws, annual meetings shall be held at the corporation's principal office.

(c) The failure to hold an annual meeting at the time stated in or fixed in accordance with a corporation's bylaws does not affect the validity of any corporate action.

(d) If the articles of incorporation or bylaws so provide, any or all shareholders may participate in an annual shareholders' meeting by, or through the use of, any means of communication by which all shareholders participating may simultaneously hear each other during the meeting. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting.

As added by P.L.149-1986, SEC.13.

IC 23-1-29-2

Special meetings

Sec. 2. (a) A corporation with more than fifty shareholders must hold a special meeting of shareholders on call of its board of directors or the person or persons (including, but not limited to, shareholders or officers) specifically authorized to do so by the articles of incorporation or bylaws. If such corporation's articles of incorporation require the holding of a special meeting on the demand of its shareholders, but do not specify the percentage of votes entitled to be cast on an issue necessary to demand such special meeting, the board of directors may establish such percentage in the corporation's bylaws. Absent adoption of such a bylaw provision, the demand for a special meeting must be made by the holders of all of the votes entitled to be cast on an issue.

(b) A corporation with fifty (50) or fewer shareholders must hold a special meeting of shareholders:

(1) On call of its board of directors or the person or persons (including, but not limited to, shareholders or officers) specifically authorized to do so by the articles of incorporation or bylaws; or

(2) If the holders of at least twenty-five percent (25%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to such corporation's secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.

(c) Special shareholders' meetings may be held in or out of Indiana at the place stated in or fixed in accordance with the bylaws.

If no place is stated or fixed in accordance with the bylaws, special meetings shall be held at the corporation's principal office.

(d) Only business within the purpose or purposes described in the meeting notice required by section 5(c) of this chapter may be conducted at a special shareholders' meeting.

(e) If the articles of incorporation or bylaws so provide, any or all shareholders may participate in a special meeting of shareholders by, or through the use of, any means of communication by which all shareholders participating may simultaneously hear each other during the meeting. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting.

As added by P.L.149-1986, SEC.13. Amended by P.L.227-1989, SEC.1.

IC 23-1-29-3

Court-ordered meetings

Sec. 3. The circuit or superior court of the county where a corporation's principal office (or, if none in Indiana, its registered office) is located may order a meeting to be held and may fix the time and place of the meeting, which shall be conducted in accordance with the corporation's articles of incorporation and bylaws:

(1) on application of any shareholder of the corporation entitled to participate in an annual meeting if an annual meeting was not held within the earlier of six (6) months after the end of the corporation's fiscal year or fifteen (15) months after its last annual meeting; or

(2) on application of a shareholder who signed a demand for a special meeting valid under section 2 of this chapter if:

(A) notice of the special meeting was not given within sixty (60) days after the date the demand was delivered to the corporation's secretary; or

(B) the special meeting was not held in accordance with the notice.

As added by P.L.149-1986, SEC.13.

IC 23-1-29-4

Action taken without a meeting; consent of shareholders; notice to nonvoting shareholders

Sec. 4. (a) Action required or permitted by this article to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all the shareholders entitled to vote on the action. The action must be evidenced by one (1) or more written consents describing the action taken, signed by all the shareholders entitled to vote on the action, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(b) If not otherwise determined under section 7 of this chapter, the record date for determining shareholders entitled to take action without a meeting is the date the first shareholder signs the consent under subsection (a).

(c) Action taken under this section is effective when the last shareholder signs the consent, unless the consent specifies a different prior or subsequent effective date.

(d) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

(e) If this article requires that notice of proposed action be given to nonvoting shareholders and the action is to be taken by unanimous consent of the voting shareholders, the corporation must give its nonvoting shareholders written notice of the proposed action at least ten (10) days before the action is taken. The notice must contain or be accompanied by the same material that, under this article, would have been required to be sent to nonvoting shareholders in a notice of meeting at which the proposed action would have been submitted to the shareholders for action.

As added by P.L.149-1986, SEC.13. Amended by P.L.107-1987, SEC.7.

IC 23-1-29-4.5

Action without meeting; written and electronic consent of shareholders; notice to nonvoting shareholders

Sec. 4.5. (a) This section does not apply to any corporation that has a class of voting shares registered with the Securities and Exchange Commission under Section 12 of the Securities Exchange Act of 1934.

(b) Unless otherwise provided in the articles of incorporation, any action required or permitted by this article to be taken at a shareholders' meeting may be taken without a meeting and without a vote if a consent or consents in writing setting forth the action taken are:

- (1) signed by shareholders having at least the minimum number of votes necessary to authorize the action at a meeting at which all shareholders entitled to vote were present and voted; and
- (2) delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(c) Unless the articles of incorporation provide that no prior notice is required, written notice of the proposed action containing the information required by section 5 of this chapter must be given to the shareholders at least ten (10) days before the action is taken.

(d) If not otherwise determined under section 7 of this chapter, the record date for determining shareholders entitled to take action without a meeting is the date the first shareholder signs the consent under subsection (b).

(e) Each written consent must bear the date of signature of each shareholder who signs the consent.

(f) A written consent is effective when, within sixty (60) days after the earliest dated consent delivered to the corporation, written consents signed by a sufficient number of shareholders to take action are delivered to the corporation, unless the consent specifies a different prior or subsequent effective date.

(g) For purposes of this subsection, "electronic consent" means a

telegram, cablegram, or other form of electronic transmission, and "sign" or "signed" includes any manual, facsimile, conformed, or electronic signature. The following apply to an electronic consent:

(1) An electronic consent to an action to be taken may be transmitted by a:

(A) shareholder; or

(B) person or persons authorized to act for a shareholder.

(2) The date that an electronic consent is transmitted is considered to be the date on which the consent is written, signed, and dated for purposes of this section if the electronic consent is delivered with information from which the corporation can determine:

(A) that the electronic consent was transmitted by a shareholder or by a person or persons authorized to act for a shareholder; and

(B) the date on which a shareholder or an authorized person or persons transmitted the electronic consent.

(3) An electronic consent is considered to be delivered when:

(A) the consent is reproduced in paper form; and

(B) the paper form is delivered to the corporation.

(4) Notwithstanding subdivisions (1), (2), and (3), electronic consents may be delivered to the corporation in any other manner provided by resolution of the board of directors.

(5) A reliable reproduction of a consent in writing may be used instead of the original writing for any and all purposes for which the original writing could be used if the reproduction is a complete reproduction of the entire original writing.

(h) Unless prior notice has been given to the shareholders as provided in subsection (c), prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent of the shareholders must be given to those shareholders, including nonvoting shareholders entitled to notice under this article, who:

(1) did not consent in writing; and

(2) would have been entitled to notice of the meeting if the record date for the meeting was the date on which the first shareholder's signed consent was delivered to the corporation under subsection (f).

(i) A document required to be filed under any other section of this article regarding the action consented to by the shareholders under this section must state, instead of any statement required by another section of this article concerning any vote of the shareholders, that written consent has been given in accordance with this section.

As added by P.L.213-2003, SEC.1.

IC 23-1-29-5

Notice of meetings

Sec. 5. (a) A corporation shall notify shareholders of the date, time, and place of each annual and special shareholders' meeting no

fewer than ten (10) nor more than sixty (60) days before the meeting date. Unless this article or the articles of incorporation require otherwise, the corporation is required to give notice only to shareholders entitled to vote at the meeting.

(b) Unless this article or the articles of incorporation require otherwise, notice of an annual meeting need not include a description of the purpose or purposes for which the meeting is called.

(c) Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called.

(d) If not otherwise fixed under section 7 of this chapter, the record date for determining shareholders entitled to notice of and to vote at an annual or special shareholders' meeting is the close of business on the day before the first notice is delivered to shareholders.

(e) Unless the bylaws require otherwise, if an annual or special shareholders' meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under section 7 of this chapter, however, notice of the adjourned meeting must be given under this section to persons who are shareholders as of the new record date.

As added by P.L.149-1986, SEC.13.

IC 23-1-29-6

Waiver of notice

Sec. 6. (a) A shareholder may waive any notice required by this article, the articles of incorporation, or bylaws before or after the date and time stated in the notice. The waiver by the shareholder entitled to the notice must be in writing and be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(b) A shareholder's attendance at a meeting:

(1) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

As added by P.L.149-1986, SEC.13.

IC 23-1-29-7

Fixing of record date

Sec. 7. (a) The bylaws may fix or provide the manner of fixing the record date for one (1) or more voting groups in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote, or to take any other action. If the bylaws do not fix or provide for fixing a record date, the board of

directors of the corporation may fix a future date as the record date.

(b) A record date fixed under this section may not be more than seventy (70) days before the meeting or action requiring a determination of shareholders.

(c) A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the board of directors fixes a new record date, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

(d) If a court orders a meeting adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting, it may provide that the original record date continues in effect or it may fix a new record date.

As added by P.L.149-1986, SEC.13.